

Attachment B - Certificate of Formation and Certificate of Authority

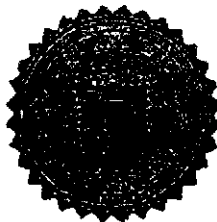
See Attached

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "NOBELTEL, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JANUARY, A.D. 2002, AT 12 O'CLOCK P.M.



3480082 8100

020023690

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1557302

DATE: 01-14-02

## STATE OF DELAWARE

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 01/14/2002  
020023690 - 3480082

NOBELTEL, LLC  
CERTIFICATE OF FORMATION

Pursuant to the provisions of the Delaware Limited Liability Company Act (the "Act"), the undersigned hereby certifies as follows;

1. Name of the Limited Liability Company. The name of the limited liability company formed hereby (the "LLC") is NobelTel, LLC.

2. Agent for Service of Process. The name and address of the resident agent for service of process for the LLC is The Corporation Trust Company, 1209 Orange Street, Corporation Trust Center, Wilmington, County of Newcastle, Delaware 19801.

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## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 25, 2002

0079563-1

TCS CORPORATE SERVICES INC  
118 WEST EDWARDS STE 200  
SPRINGFIELD, IL 62704-0000

RE NOBELTEL, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC



## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

0079563-1

10/25/2002

TCS CORPORATE SERVICES INC  
118 WEST EDWARDS STE 200  
SPRINGFIELD, IL 62704-0000

RE NOBELTEL, LLC  
ASE: NOBELFONE

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE  
LIMITED LIABILITY COMPANY CREDITED WITH THE REQUIRED FEE.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

January 1998

**George H. Ryan**  
 Secretary of State  
 Department of Business Services  
 Limited Liability Company Division  
 Room 359, Howlett Building  
 Springfield, IL 62756  
<http://www.sos.state.il.us>

*Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."*

**Illinois**  
**Limited Liability Company Act**  
 Application for Admission to Transact Business

Must be typewritten

*This space for use by Secretary of State*

Date 10.25.2002  
 Assigned File # 00795631  
 Filing Fee \$ 400  
 Penalty \$         
 Approved: JS \$       

This space for use by  
 Secretary of State

**FILED**

OCT 25 2002

**JESSE WHITE**  
**SECRETARY OF STATE**

1. Limited Liability Company name: NOBELTEL, LLC  
 (Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
 (If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 04-3429785
4. Jurisdiction of Organization: Delaware
5. Date of Organization: January 14, 2002
6. Period of Duration: Perpetual  
 (See #14 on back)
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):
- 5759 Fleet Street
- | Number          | Street    | Suite            |
|-----------------|-----------|------------------|
| <u>Carlsbad</u> | <u>CA</u> | <u>92008</u>     |
| City/State      | ZIP Code  | County           |
|                 |           | <u>San Diego</u> |
8. Registered agent: TCS Corporate Services, Inc.
- | First Name | Middle Name | Last Name |
|------------|-------------|-----------|
|            |             |           |
- Registered Office: 118 West Edwards Ste. 200
- | Number             | Street          | Suite #         |
|--------------------|-----------------|-----------------|
| <u>Springfield</u> | <u>Sangamon</u> | <u>Illinois</u> |
| City               | County          | ZIP Code        |
|                    |                 | <u>62704</u>    |
- (P.O. Box or c/o are unacceptable)
9. The date on which this foreign LLC first did business in Illinois: upon qualification

**LLC-45.5**

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

**Provide Telecommunication Services**

11. The limited liability company is managed by:

☐ manager(s)

☒ vested in member(s)

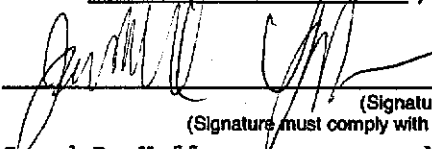
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated September 13, 19 2002.

  
(Signature)  
(Signature must comply with Section 5-45 of ILLCA)  
**Jared R. Yaffe** **Member**

(Type or print name and title)

\_\_\_\_\_  
\*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

\*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

Form **LLC-1.20**  
March 2002

**Jesse White**  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 351, Howlett Building  
Springfield, IL 62756  
<http://www.ilsos.net>

*Payment may be made by business  
firm check payable to Secretary of  
State. (If check is returned for any  
reason this filing will be void.)*

**Illinois  
Limited Liability Company Act**

- a. Application to Adopt an Assumed Name  
b. Application to Change An Assumed Name  
c. Application to Cancel An Assumed Name

Filing Fee: (see note)

**Submit in Duplicate**

Must be typewritten

*This space for use by Secretary of State*

Date 10-25-2002

Assigned File# 00795631

Filing Fee \$ 90.00

Approved: JB

This space for use by  
Secretary of State

**FILED**

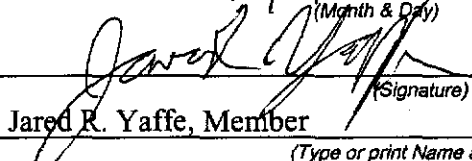
OCT 25 2002

**JESSE WHITE  
SECRETARY OF STATE**

1. Limited Liability Company name: NOBELTEL, LLC
2. File number assigned by the Secretary of State: 00795631
3. Federal Employer Identification Number (F.E.I.N.): 04-3429785
4. The state or country under the laws of which the limited liability company is organized is: (check one)  
Illinois (domestic) ☒ Foreign (specify): Delaware
5. Date organized (if an Illinois limited liability company) or date authorized to transact business in Illinois (if a foreign limited liability company): OCTOBER 25, 2002
6. The limited liability company intends to adopt and to transact business under the assumed name of: NobelFone JB
7. The right to use the assumed name shall be effective from the date this application is filed by the Secretary of State until 10-1-, 20 05, the first day of the limited liability company's anniversary month in the next year which is evenly divisible by five.
8. TO CHANGE: (a) The above-named limited liability company intends to cease transacting business under the assumed name of: \_\_\_\_\_  
(b) and to commence transacting business under the new assumed name: \_\_\_\_\_
9. TO CANCEL: The above-named limited liability company intends to cease transacting business under the assumed name of: \_\_\_\_\_



10. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application to adopt, change, or cancel an assumed name is to the best of my knowledge and belief, true, correct and complete.

Dated 10/9/02, 2002  
(Month & Day) (Year)  
  
(Signature)  
Jared R. Yaffe, Member  
(Type or print Name and Title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

- NOTE:
- a. An assumed name may be adopted in 5 year increments. The right to use an assumed name shall be effective from the date of filing by the Secretary of State until the first day of the anniversary month of the limited liability company that falls within the next calendar year evenly divisible by 5.
  - b. The filing fee to adopt an assumed name is \$150 for each year or part thereof ending in 0 or 5, \$120 for each year or part thereof ending in 1 or 6, \$90 for each year or part thereof ending in 2 or 7, \$60 for each year or part thereof ending in 3 or 8, \$30 for each year or part thereof ending in 4 or 9.
  - c. The fee to change an assumed name is \$100.
  - c. The fee for canceling an assumed name is \$100.
  - e. An assumed name may be renewed 60 days prior to the expiration of the right to use the assumed name, for a period of 5 years, by making an election to do so at the time of filing its annual report and by paying the renewal fees as prescribed by this Act.